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RECORDATION NO.

26236

FILED

MAR 09 '06

11-34 AM

SURFACE TRANSPORTATION BOARD

March 9, 2006

Secretary
Surface Transportation Board
1925 K Street, NW.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Rider #13 dated 12/20/05 including the following parties and railroad equipment:

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

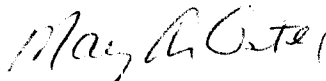
Lessee: General Mills Operations, Inc.
Number One General Mills Blvd.
Minneapolis, MN 55440

Equipment: 35, 60' 100-ton Boxcars
MWCX 500178-500212

Please record this agreement as a primary document. The filing fee of \$33 is enclosed.

Summary: Memorandum of Rider #13 dated 12/20/05 between Midwest Railcar Corporation as Lessor and General Mills Operations, Inc. as Lessee including 35, Boxcars marked MWCX 500178-500212.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF RIDER 13

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

GENERAL MILLS OPERATIONS, INC.

as Lessee

MEMORANDUM OF RIDER 13

THIS MEMORANDUM OF RIDER 13 is effective as of December 20, 2005 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider 13 dated December 20, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider 13 to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

Richard M. Murphy
President & CEO

GENERAL MILLS OPERATIONS, INC.

By: 

Name: PAUL SUTTON
Title: RAIL MGR.

EXHIBIT A

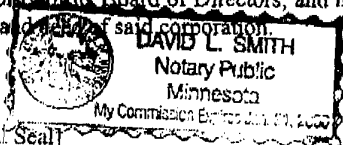
Description of Railcars:

35 railcars with the following
Car Marks and Numbers:

MWCX 500178 through
MWCX 500212, inclusive

STATE OF MN, CITY OF Elk River, TO WIT:

On this 4 day of Jan, 2006 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Jan 4, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

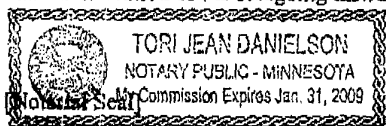


[Notarial Seal]

David L. Smith
Notary Public

My commission expires: 1-31-06STATE OF Minnesota, CITY OF Golden Valley, TO WIT: Paul Sutton

On this 28 day of December, 2005 before me appeared, Paul Sutton, to me personally known, who being by me duly sworn, says that he is a Rail manager, of GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation, that said instrument was signed and sealed on December 28, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Tori Jean Danielson
Notary Public

My commission expires:

January 28, 2009